

Audax Credit BDC Inc.
Form SC 13G/A
February 07, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)

Audax Credit BDC Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

05070P 108
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1 NAMES OF REPORTING PERSON
 Mercer Investment Management, Inc.

2 CHECK THE APPROPRIATE BOX
 IF A MEMBER OF A GROUP
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
 ORGANIZATION
 Delaware

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

5 SOLE VOTING POWER
 21,988,128

6 SHARED VOTING POWER
 0

7 SOLE DISPOSITIVE POWER
 21,988,128

8 SHARED DISPOSITIVE POWER
 0

9 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 21,988,128

10 CHECK IF THE AGGREGATE
 AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES (SEE
 INSTRUCTIONS)

11 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN

ROW (9)

99%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

IA;CO

ROW (9)

99%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

HC;CO

ROW (9)

99%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

HC;CO

(iii)MMC: 0

(2) Shared power to vote or
to direct the vote:

(i) Mercer Investments: 0
(ii) Mercer Consulting: 21,988,128
(iii)MMC: 21,988,128

(3) Sole power to dispose or
to direct the disposition
of:

(i) Mercer Investments: 21,988,128
(ii) Mercer Consulting: 0
(iii)MMC: 0

(4) Shared power to dispose
or to direct the
disposition of:

(i) Mercer Investments:: 0
(ii) Mercer Consulting: 21,988,128
(iii)MMC: 21,988,128

SIGNATURE

The undersigned certify, after reasonable inquiry and to the best knowledge and belief of the undersigned, that the information set forth in this Amendment No. 3 to the Statement on Schedule 13G is true, complete and correct. The undersigned agree to the filing of this single Amendment No. 3 to the Statement on Schedule 13G.

**Mercer Investment
Management, Inc.**

Date: February 7, 2018 By: /s/ Jeremiah France
Name: Jeremiah France
Title: Chief Operating Officer

Mercer Consulting Group, Inc.

Date: February 7, 2018 By: /s/ Helen Shan
Name: Helen Shan
Title: Vice President and Treasurer

Marsh & McLennan Companies, Inc.

Date: February 7, 2018 By: /s/ Katherine Brennan
Name: Katherine Brennan
Title: Deputy General Counsel, Corporate
Secretary and Chief Compliance Officer

EXHIBIT 1

WHEREAS, in accordance with Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934 (the "Act"), only one joint Statement and any amendments thereto need to be filed whenever one or more persons are required to file such a Statement or any amendments thereto pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such Statement or amendments thereto is filed on behalf of each of them;

NOW, THEREFORE, the parties hereto agree as follows:

Mercer Investment Management, Inc., Mercer Consulting Group, Inc. and Marsh & McLennan Companies, Inc., do hereby agree, in accordance with Rule 13d-1(k)(1) under the Act, to file an Amendment No. 3 to the Statement on Schedule 13G relating to their ownership of the Common Stock of the Issuer, and do hereby further agree that said Amendment No. 3 to the Statement on Schedule 13G shall be filed on behalf of each of them.

**Mercer Investment
Management, Inc.**

Date: February 7, 2018 By: /s/ Jeremiah France
Name: Jeremiah France
Title: Chief Operating Officer

Mercer Consulting Group, Inc.

Date: February 7, 2018 By: /s/ Helen Shan
Name: Helen Shan
Title: Vice President and Treasurer

Marsh & McLennan Companies, Inc.

Date: February 7, 2018 By: /s/ Katherine Brennan
Name: Katherine Brennan
Title: Deputy General Counsel, Corporate
Secretary and Chief Compliance Officer